**MINUTES**

**Meeting of the MassDOT Board of Directors**

**November 13, 2017**

The MassDOT Board of Directors was called to order at 12:06 p.m. by Chair Stephanie Pollack.

Those present were Chair Stephanie Pollack, Directors Dominic Blue, Ruth Bonsignore, Steven Poftak, Robert Moylan, Betsy Taylor, Monica Tibbits-Nutt and Joseph Sullivan (arrived at 12:18, departed at 3:15) being a quorum of the Board of Directors of the Massachusetts Department of Transportation (Board).

Also present were Fiscal and Management Control Board (FMCB) Chair Joseph Aiello, FMCB Director Brian Lang (at 1:34 p.m.) General Manager Luis Ramirez, Owen Kane, David Pottier, Jeffrey DeCarlo, Astrid Glynn, Jamey Tesler, Nathan Peyton, John Dalton, Marie Breen, Gary Foster, Jeffrey Gonneville, Paul Brandley, Rachel Bain and David Mohler.

Chair Pollack opened up the public comment session.

The first speaker was Senator Tom McGee who commented on the Red and Blue Line Connector and commuter ferry service, followed by Senator John Keenan who spoke in support of water transportation.

Next, Jim Cowdell, Director of Economic Development from Lynn, and Alice Brown from Boston Harbor Now, commented on water transportation.

Next, Bob Sloane from Walk Boston (I90) requested an extension of the 30-day public comment period to a 60-day comment period on the Allston Interchange and Intermodal Project.

Galen Mook from Allston supported Mr. Sloane's request for an extended public comment period and also commented on the Allston Interchange and Intermodal Project, West Station and impact on wetlands.

The next speaker was Harry Mattison from the I-90 Task Force who commented on the Allston Interchange and Intermodal Project and transportation options.

Next, Rob Cant, Newton resident, commented on the Allston Interchange and Intermodal project and West Station.

Next, Marc Ebuna commented on the need for West Station to get built as part of the Allston Interchange and Intermodal Project.

Lastly, John Shields, an architect working on the I-90 project commented on a vision for Allston Landing.

Next was the approval of the minutes of the October 16, 2017 meeting.

On motion duly made and seconded, it was;

**VOTED: To approve the minutes of October 16, 2017.**

Next, the Chair gave the report of the Secretary and CEO. Secretary Pollack informed the Board that Marie Breen had agreed to serve as MassDOT's General Counsel, replacing John Englander who was recently appointed as an Associate Justice of the Massachusetts Appeals Court. The Chair took note of Veterans' Day and thanked the many employees who were veterans for their service. She continued updating the Board on recent activities of MassDOT including: an update on the listening sessions that were held throughout Massachusetts and other states that gathered information related to Climate Change and created a strategy for MassDOT; the new MassDOT/RMV website; an update on ferry service and water transportation; and updates on the freight plan and federal grant programs. Discussion ensued.

Chair Pollack noted for the record that the written reports of the Highway Administrator, Registrar of Motor Vehicles, Rail and Transit Administrator and Aeronautics Administrator had been submitted and were included in the Board books.

Next, the Chair called upon Steve Collins, Director of Tolling to present Agenda Item 7, an update on AET. Mr. Collins provided an overview of the project and updated the Board on the one-year anniversary of AET including

customer service, safety and satisfaction; roadway reconstruction; efficient revenue collection and operational savings; and environmental and other benefits, as set forth in the attached document labeled "All Electronic Tolling: First Year Results, November 13, 2017." Discussion ensued.

Next, Chair Poftak called upon David Mohler, MassDOT's Executive Director of Transportation Planning to present Agenda Item 8, a discussion of the bike and pedestrian plans. Mr. Mohler summarized the public engagement activities; expected outcomes; current status and next steps of the Pedestrian and Bicycle Plans. Mr. Mohler noted the Pedestrian Plan was expected to be complete by January 2018 and the Bicycle Plan in April 2018, as set forth in the attached presentation labeled "Modal Planning Update, November 13, 2017." Discussion ensued.

This concluded the MassDOT Board meeting only portion of the meeting.

Next, the Fiscal and Control Board was called to order at 1:37 p.m. by Chair Aiello and joined the MassDOT meeting for Joint Board items.

Next, Chair Pollack moved to Agenda Item 11, the Boston 2030 update. Chair Pollack called upon Vineet Gupta, Director of Planning for the Boston Transportation Department, to present this item. Mr. Gupta provided an overview of Boston 2030 projects and policies and the next steps for Boston 2030 and Focus40. He noted the City was to formalize the partnership with the State for

design and implementation and was seeking to identify a wider spectrum of funding sources, as set forth in the attached presentation labeled “Go Boston 2030, November 13, 2017.” Discussion ensued.

Next, Chair Pollack asked Chairman Joe Aiello to provide the FMCB monthly report. Chair Aiello updated the Board on matters heard at the last four FMCB meetings. Mr. Aiello noted that the FMCB had implemented live streaming during its meetings; had received updates on winter communications and preparation; AFC 2.0 procurement and planning process; The RIDE access center; absenteeism and overtime; Positive Train Control (PTC) program upcoming loan agreement; late night service proposal, as well as some lessons-learned on the pilot service policy.

Mr. Aiello continued noting the Office of Performance Management and Innovation began an in-depth three-part review of system ridership which will be followed by quarterly updates thereafter and said the Deputy General Manager began a five-part series on the Integrated Fleet and Facilities Plan. Discussion ensued.

Next, Chair Pollack asked John Dalton, Project Manager for the Green Line Extension (GLX) to present Agenda Item 10, an update of the GLX. Mr. Dalton provided a look back at where the project was in the spring of 2016; Design-Build Selection Details and Sequence; schedule update; and the status of

GLX funding, as set forth in the attached document labeled, “Green Line Extension Project, November 13, 2017.” Discussion ensued.

Next Chair Poftak asked MBTA Treasurer and Acting Chief Financial Officer Paul Brandley to present Agenda Item 12, a discussion of the Positive Train Control (PTC) Loan. Mr. Brandley was seeking approval of the proposed debt issuance by both boards and provided an Executive Summary and an overview of the loans and the PTC project finance plan, as set forth in the attached document labeled “PTC Loans, November 13, 2017.” Discussion ensued. Director Taylor noted that the Finance and Audit Committee had met earlier in the day and recommended approval of the PTC Loans by both boards.

On motion, duly made and seconded, it was;

**VOTED:**

**That the members of the Fiscal and Management Control Board (the “FMCB”) hereby recommend to the Board of Directors of the Massachusetts Department of Transportation (“MassDOT”) that it:**
**Approve the Plan of Finance recommended by the MBTA’s loan arranger, Citigroup Global Markets Inc., in its memorandum presented herewith;**
**Approve the TIFIA/RRIF Loan Agreement (the “Loan Agreement”) by and between the MBTA and the United States Department of Transportation, acting by and through the Executive Director of the Build America Bureau (the “USDOT Lender”), in substantially the form presented at this meeting, with such changes as are deemed advisable by the General Manager, Chief Administrator, Chief Financial Officer and Treasurer, or any of them acting singly (each, an “Authorized Officer”), the definitive form of such agreement to be evidenced conclusively by the execution thereof by an Authorized Officer;**

**Approve the issuance of up to $382,000,000 aggregate principal amount of Subordinated Sales Tax Bonds (the "Bonds") in one or more series or subseries pursuant to the Sales Tax Trust Agreement to evidence the payment obligations under the Loan Agreement, and thereby to finance and refinance a portion of the costs of implementing the federally-required positive train control system (the "PTC System");**
**Approve the Thirty-Seventh Supplemental Trust Agreement providing for the issuance of the Bonds, in substantially the form presented at this meeting, with such changes as are deemed advisable by an Authorized Officer, the definitive form of such agreement to be evidenced conclusively by the execution thereof by an Authorized Officer;**
**Authorize the sale of the Bonds to the USDOT Lender on the terms and in the manner set forth in the Loan Agreement and the Sales Tax Trust Agreement; and**

**Authorize each Authorized Officer, the General Counsel and other officers of the MBTA and MassDOT, acting singly, to do all acts and things and to execute and deliver any and all documents, certificates and other instruments necessary or desirable to effectuate the transactions contemplated by the documents executed in connection with foregoing votes**.

On motion duly made and seconded, it was;

**VOTED:**

**That the members of the Board of Directors of the Massachusetts Department of Transportation ("MassDOT") hereby approve the recommendation of the Massachusetts Bay Transportation ("MBTA") Fiscal and Management Control Board that it:**
**Approve the Plan of Finance recommended by the MBTA's loan arranger, Citigroup Global Markets Inc., in its memorandum presented herewith;**
**Approve the TIFIA/RRIF Loan Agreement (the "Loan Agreement") by and between the MBTA and the United States Department of Transportation, acting by and through the Executive Director of the Build America Bureau (the "USDOT Lender"), in substantially the form presented at this meeting, with such changes as are deemed advisable by the General Manager, Chief Administrator, Chief Financial Officer and Treasurer, or any of them acting singly (each,**

**an "Authorized Officer"), the definitive form of such agreement to be evidenced conclusively by the execution thereof by an Authorized Officer;**
**Approve the issuance of up to $382,000,000 aggregate principal amount of Subordinated Sales Tax Bonds (the "Bonds") in one or more series or subseries pursuant to the Sales Tax Trust Agreement to evidence the payment obligations under the Loan Agreement, and thereby to finance and refinance a portion of the costs of implementing the federally-required positive train control system (the "PTC System");**
**Approve the Thirty-Seventh Supplemental Trust Agreement providing for the issuance of the Bonds, in substantially the form presented at this meeting, with such changes as are deemed advisable by an Authorized Officer, the definitive form of such agreement to be evidenced conclusively by the execution thereof by an Authorized Officer;**
**Authorize the sale of the Bonds to the USDOT Lender on the terms and in the manner set forth in the Loan Agreement and the Sales Tax Trust Agreement; and**
**Authorize each Authorized Officer, the General Counsel and other officers of the MBTA and MassDOT, acting singly, to do all acts and things and to execute and deliver any and all documents, certificates and other instruments necessary or desirable to effectuate the transactions contemplated by the documents executed in connection with foregoing votes.**

Director Poftak remained present but recused himself from discussion of the following agenda item.

Chair Pollack along with Executive Director Office of Transportation Planning David Mohler presented the Agenda Item 13, a discussion of the Allston Interchange and Intermodal Project. Ms. Pollack provided an overview and history of the project. Mr. Mohler continued with the project purpose summary; history and shared priorities; and ongoing deterioration of the Allston Viaduct.

Mr. Mohler discussed the proposed scope of the project and current design, cost and finance plan, and next steps and schedule, as set forth in the attached document labeled "I-90 Allston Interchange – a Multimodal Transportation Project, November 13, 2017." Discussion ensued. Director Taylor commented that private interests that benefit from the roads and project should bear some of the costs and also called on activists who wanted more green space in the project to find outside funding as well. Director Lang agreed with Ms. Taylor and also noted that Harvard University would benefit greatly from this project. Chair Aiello endorsed Director Taylor's and Director Lang's comments.

Chair Aiello was concerned about being unable to differentiate the impact the three different alternatives would have on the transportation system and directed the Project staff to work with the MBTA staff and report back in 30 days on potential costs and related issues.

On motion duly made and seconded, it was;

**VOTED: To adjourn the MassDOT Board Meeting at 3:15 p.m.**

**Document relied upon for this meeting**:

Minutes of October16, 2017
Modal Planning Update, November 13, 2017
Go Boston 2030, November 13, 2017
I-90 Allston Interchange, November 13, 2017
PTC Loans, November 13, 2017

Report from the Highway Administrator, November 13, 2017
Report from the Registrar of Motor Vehicles, November 13, 2017
Report from the Rail and Transit Administrator, November 13, 2017
Report from the Aeronautics Administrator, November 13, 2017
All Electronic Tolling:  First Year Results, November 13, 2017
Green Line Extension Project, November 13, 2017